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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**DECLARATION OF JAMES WHITLINGER, CHIEF FINANCIAL
OFFICER OF RESIDENTIAL CAPITAL, LLC, IN SUPPORT OF
ADDITIONAL DISCLOSURES**

I, James Whitlinger, being duly sworn, depose and say:

1. I am the Chief Financial Officer of Residential Capital, LLC (“ResCap”), a limited liability company organized under the laws of the state of Delaware and the parent of the other debtors and debtors in possession in the above-captioned Chapter 11 cases (collectively, the “Debtors”). I have held this position since May 2011. I joined ResCap in 1992, and before becoming its Chief Financial Officer, I served in a number of positions, including Chief Accounting Officer for a significant subsidiary of ResCap, Senior Vice President of mergers and acquisitions and Executive Director of Finance. In my role as Chief Financial Officer of ResCap, I am responsible for financial oversight, analysis, controls, accounting, reporting and business planning for the mortgage-related operations of the Debtors and their non-

debtor subsidiaries. I am authorized to submit this declaration (the "Declaration") in support of the additional disclosures annexed hereto.

2. In my capacity as Chief Financial Officer, I am familiar with the Debtors' day-to-day operations, financial condition, business affairs, and books and records. Except as otherwise indicated, all statements in this Declaration are based upon my personal knowledge; information supplied or verified by personnel in departments within the Debtors' various business units; my review of the Debtors' books and records as well as other relevant documents; my discussions with other members of the Debtors' management team; information supplied by the Debtors' consultants; or my opinion based upon experience, expertise, and knowledge of the Debtors' operations, financial condition and history. In making my statements based on my review of the Debtors' books and records, relevant documents, and other information prepared or collected by the Debtors' employees or consultants, I have relied upon these employees and consultants accurately recording, preparing, collecting, or verifying any such documentation and other information. If I were called to testify as a witness in this matter, I would testify competently to the facts set forth herein.

3. Annexed hereto as Exhibit 1 is the Debtors' consolidated collateral report reflecting the book value of the Debtors' collateral by funding facility as of May 31, 2012.

4. The Debtors determined that they should file the May 31 collateral report in response to certain third party reports that used the Debtors' February 29, 2012 consolidated trial balance sheet (which was annexed as Exhibit A to Docket No. 491) and forecast information provided by the Debtors to roll forward the collateral balances of each facility to certain specified dates. Those forecasts ultimately proved to be inaccurate and, as a result, the Debtors have elected to file the attached collateral report to address any inaccurate information in the

market. Please note that the Debtors do not intend to provide a further updated collateral report except in connection with the filing of a disclosure statement.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: September 24, 2012

/s/ James Whitlinger
James Whitlinger
Chief Financial Officer of
Residential Capital, LLC

Exhibit 1

PROJECT BOUNCE

Book Value of Assets as of 5/31/2012

(\$ in millions)

	Book Value of Assets as of 5/31/2012 ⁽¹⁾						
	Ally Revolver/ Blanket	Ally LOC/Ally DIP ⁽²⁾	Citi MSR	Barclay's DIP	Fannie EA	Unencumb ered	Total
Assets							
Cash ⁽³⁾	\$ 281	\$ 56	\$ 11	\$ 384	\$ -	\$ 285	\$ 1,018
Restricted Cash	136	-	-	-	-	-	136
HFS ⁽⁴⁾	486	649	-	369	-	5	1,510
HFS - FHA/VA	133	130	-	-	-	81	344
Servicer Advance	798	79	-	942	149	81	2,049
MSR	-	190	513	-	-	323	1,026
Trading Securities	42	41	-	-	-	-	83
GNMA AR	426	419	-	-	-	14	858
Other AR ⁽⁵⁾	79	39	34	4	-	18	174
REO	14	6	-	1	-	0	21
Other ⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾	48	2	-	-	-	32	81
Total Assets	2,442	1,613	558	1,699	149	840	7,301
Legal Equity ⁽¹⁰⁾⁽¹¹⁾	3	-	-	-	-	-	3
International Equity ⁽¹¹⁾	11	-	-	-	-	41	52
Grand Total	\$ 2,456	\$ 1,613	\$ 558	\$ 1,699	\$ 149	\$ 882	\$ 7,356

(1) This analysis excludes non-economic/securitized items. The information contained herein is preliminary and unaudited. Unless otherwise indicated, the values for assets contained in this report are book values as of the dates of the report. Amounts ultimately realized from the disposition of the Debtors' assets may vary materially from their book value. The Debtors reserve their right to amend or adjust the value of each asset or liability set forth herein.

(2) There are no assets on the Ally DIP silo as of 5/31/2012.

(3) As of 5/31/12, there were amounts related to cash proceeds from collateral or for reimbursement of expenses and advances that were included in the unencumbered, or facility balances, and were pending transfer to/from facility accounts per the normal cash management process. This includes approximately \$52M from unencumbered to Ally Revolver/Blanket Lien and approximately \$23M from other facilities to unencumbered that were transferred on 6/1/2012. Subsequent amounts related to cash proceeds from collateral or reimbursement for expenses and advances may have been transferred to/from unencumbered as cash flows were identified.

(4) Includes \$15M of the International HFS loans, comprised of Canadian loans owned by a Non Debtor entity. The Debtor owns the rights to the cash flows on those loans. The \$15M of HFS International assets are allocated to the Revolver/Blanket Lien silo.

(5) Includes \$16M of receivable from Ally allocated to Revolver/Blanket Lien.

(6) Other includes Mortgage Loans - HFI (\$10M), Derivative Assets and Collateral (\$32M) and Other Assets (\$40M). Derivatives were funded by unencumbered cash. Other Assets are allocated to the Revolver/Blanket Lien silo and include land, buildings, furniture and equipment.

(7) Ally Revolver/Blanket Lien and Ally LOC silos include approximately \$3M of notes receivable from International Special Purpose Entities ("SPEs"). The SPEs hold approximately \$3.2M in cash and \$3.6M in liabilities. Assets remaining after liquidation of these entities may be available to repay the Revolver/Junior Secured Bonds.

(8) Certain prepaid software costs or other prepaids are not included in the asset schedule.

(9) Includes 49% of a data center, reflecting the portion owned by the Company. The remaining 51% is currently owned by Ally and the Company is obligated to purchase this portion before the sale pursuant to the APA.

(10) Represents book equity value of certain BCG Debtor and Non Debtor entities. Approximately \$2.5M is related to the Non Debtor CMH entity. The Debtor owns the "B" shares in entity. However, the entity is controlled by an outside party. The outside party's approval is required to liquidate this entity. Approximately \$0.5M is related to equity in another Debtor entity. Entities with negative book equity values are presented as \$0.

(11) Reflects book value of equity and excludes potential contingent liabilities, adverse tax consequences in the event of cash distribution and other costs associated with the wind down of the entities